



CORPORATE GOVERNANCE

CSL's Board and management team maintain high standards of corporate governance as part of their commitment to maximise shareholder value. This is achieved through promoting effective strategic planning, risk management, transparency and corporate responsibility.

#### VALUES

Values are fundamental to CSL's success – helping to save lives, protect the health of people and earn a reputation as a trusted and reliable global leader.

#### **Patient Focus**

Make people and patients your passion

#### Integrity

Walk your talk

#### Innovation

Reach for the unreachable

**Superior Performance**Make yourself proud

#### Collaboration

Adventure together

#### STRATEGY

CSL operates with a long-term mindset. Over time, CSL has served patients with life-saving therapies and effective vaccines. CSL has achieved consistent top-line growth and margins that fuel further growth and reinvestment in the business.



Focus



Innovation



Efficiency and reliable supply



Sustainable growth



Digital transformation

+ READ MORE ABOUT OUR STRATEGY AT INVESTORS.CSL.COM

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+ READ MORE ABOUT OUR VALUES AT CSL.COM/WE-ARE-CSL

#### Introduction

The CSL Limited Board of Directors is pleased to present CSL's Corporate Governance Statement for the financial year ended 30 June 2025.

# Brian McNamee AO Chair and Independent Non-executive Director

Paul McKenzie
CEO and MD (Non-independent Executive Director)

### Megan Clark AC

Independent Non-executive Director

**Andrew Cuthbertson AO** Independent Non-executive Director

**Dr. Brian Daniels** Independent Non-executive Director

6
Carolyn Hewson AO
Independent Non-executive Director

Samantha Lewis
Independent Non-executive Director

Marie McDonald Independent Non-executive Director

Elaine Sorg
Independent Non-executive Director
10

Alison Watkins AM
Independent Non-executive Director

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Company Secretary and Head of Corporate Governance

+ COPIES OF ALL GOVERNANCE DOCUMENTS REFERRED TO IN THIS STATEMENT CAN BE FOUND AT **CSL.COM** 























### 2024/25 Corporate Governance Highlights

#### August 2024

CSL held a **virtual investor briefing** following the release of its full-year results, with the briefing materials released to the ASX on 13 August 2024.

#### September 2024

In September 2024, the **Board visited CSL's European operations**, including manufacturing plants and research and development facilities in Liverpool, Bern and Marburg.

#### October 2024

CSL held its 2024 AGM on 29 October 2024 where it announced the **appointment of Dr Brian Daniels** to the Board, effective 1 December 2024.

#### May 2025

CSL held **retail shareholder briefings** in Sydney and Brisbane, with the briefing materials released to the ASX on 5 May 2025.

#### August 2024

On the same day as announcing full year results, CSL announced the **appointment of Ms Elaine Sorg** to the Board, effective 1 September 2024.

#### October 2024

CSL held its **virtual Research & Development Investor Briefing**, with the briefing materials released on the ASX on 22 October 2024.

#### February 2025

CSL held a **virtual investor briefing** following the release of its half-year results, with the briefing materials released to the ASX on 11 February 2025.

#### **June 2025**

CSL announced the **appointment of Mr Cameron Price** to the Board, effective 1 October 2025.

#### **June 2025**

The Board of Directors attended the **25-year anniversary** of manufacturing by CSL in Bern, Switzerland.

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#### **June 2025**

The Board held its **Board meeting** in Amsterdam, Netherlands, and met with key external stakeholders including health economists, supply chain partners and researchers.

The following table indicates where each ASX Corporate Governance Principle is dealt with in this statement.

ASX Corporate Governance Principles and Recommendations	Section reference in this Statement	
Principle 1 – Lay solid foundations for management and oversight	1, 2, 3	
Principle 2 – Structure the Board to be effective and add value	1,2	
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly	4	
Principle 4 – Safeguard the integrity of corporate reports	2,5	
Principle 5 – Make timely and balanced disclosure	6	
Principle 6 – Respect the rights of security holders	6	
Principle 7 – Recognise and manage risk	2,5	
Principle 8 – Remunerate fairly and responsibly	2,7	

#### 1. Board of Directors



#### Relevant governance documents

- · Board Charter
- · Corporate Governance and Nomination Committee Charter

#### 1.1 Role of the Board

The Board has a formal charter documenting its membership, operating procedures and the allocation of responsibilities between itself and the management team.

The Board's key responsibilities are to:

- set CSL's strategic objectives and the risk appetite within which the Board expects the management team to operate;
- model and monitor the values and culture of CSL;
- protect and enhance the performance and reputation of CSL, and build sustainable value for shareholders;
- select, appoint, remove and evaluate the performance of, determine the remuneration of, and plan succession of, the Managing Director (MD) and Chief Executive Officer (CEO); and
- oversee the management, performance, and corporate governance frameworks of CSL, including putting mechanisms in place for making timely and balanced disclosure to shareholders and the market regarding CSL's performance and major developments affecting its state of affairs.

#### 1.2 Delegation

The Board has delegated the day-to-day management of CSL, and the implementation of approved business plans and strategies, to the MD and CEO, who in turn delegates to the management team. To implement this, CSL has a detailed authorisations policy that sets out the decision-making powers that may be exercised at various levels of management.

The matters reserved for the Board and those delegated to management are set out in the Board Charter, which is available on CSL.com.

+ READ MORE AT CSL.COM/-/MEDIA/
SHARED/DOCUMENTS/BOARD-DOCS/
BOARD-CHARTER.PDF

The Board has delegated specific authority to four Board standing committees, which assist the Board by examining various issues and making recommendations. A description of each committee and their responsibilities is set out in section 2 of this statement.

The Board may also delegate specific responsibilities to ad hoc committees from time to time.

#### 1.3 Board Processes

CSL provides appointment letters to each director, which are signed and returned to CSL, setting out the terms of their appointment, including their respective roles and responsibilities.

The Company Secretary monitors Board and committee policies and procedures, and supports the Board and its committees on governance matters. The Company Secretary is accountable directly to the Board, through the Chair, on all matters related to the proper functioning of the Board.

All directors have access to the Company Secretary for advice and support relating to their duties as a director. The Board approves any appointment or removal of the Company Secretary.

Directors are entitled to access independent professional advice at CSL's expense to assist them in fulfilling their responsibilities as appropriate (subject to the Board's approval).

Details of Board meetings and committee meetings held during the year and individual directors' attendance at these meetings can be found in the Directors' Report of the 2024/25 Annual Report available on <u>CSL.com</u>.

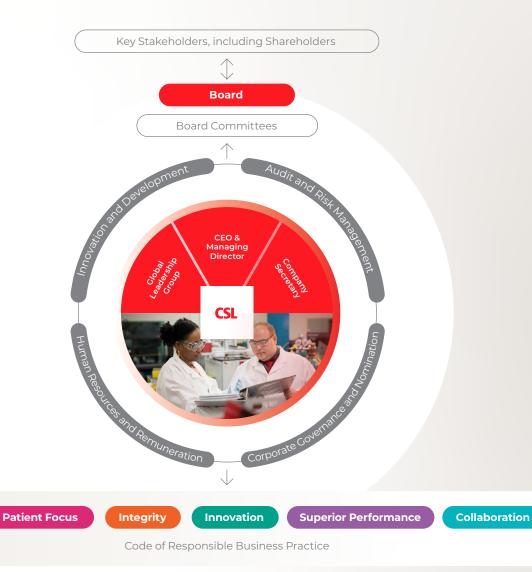
#### 1.4 Board Composition

Throughout the year, there were between nine and ten directors on the Board. Details are set out in the following table.

Director	Appointment date	Independent/Non-independent
Dr Brian McNamee AO	14 February 2018	Independent, non-executive director and Chair
Dr Paul McKenzie	13 December 2022	Non-independent, executive director, MD and CEO
Dr Megan Clark AC	17 February 2016	Independent, non-executive director
Professor Andrew Cuthbertson AO	17 October 2018	Independent, non-executive director
Dr Brian Daniels	1 December 2024	Independent, non-executive director
Ms Carolyn Hewson AO	9 December 2019	Independent, non-executive director
Ms Samantha Lewis	1 January 2024	Independent, non-executive director
Ms Marie McDonald	14 August 2013	Independent, non-executive director
Ms Elaine Sorg	1 September 2024	Independent, non-executive director
Ms Alison Watkins AM	18 August 2021	Independent, non-executive director
Professor Duncan Maskell*	18 August 2021	Independent, non-executive director

<sup>\*</sup> Retired from the Board on 29 October 2024.

Our Values



#### 1.5 Director Independence

The majority of the Board comprises independent non-executive directors. The Board also has an independent non-executive Chair.

The Board considers a director to be independent where the director is free of any interest, position or relationship that might influence, or might reasonably be perceived to influence, in a material respect, their capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of CSL as a whole rather than in the interests of an individual shareholder or other party.

The Board assesses the independence of new directors on appointment and makes an annual assessment of each non-executive director to determine whether it considers the director to be independent.

As part of this assessment process, the Board has adopted the guidelines for assessing the independence of a director as set out in Box 2.3 of the ASX Corporate Governance Council's *Principles and Recommendations* (4th edition), and considers other relevant factors and information.

The Board Charter sets out guidelines as to the desired length of service of non-executive directors, after which time the Board may invite the director to stand for an additional term. The Board believes that having directors with a range of tenure is beneficial to the functioning and effectiveness of the Board, as it results in having a mix of corporate experience and knowledge as well as new ideas and perspectives represented on the Board. The Board considers that there is currently an appropriate diversity of tenure represented among the non-executive directors. Ms Marie McDonald has been a director of CSL for 11 years. 11 months. Ms McDonald will not stand for re-election at the 2025 annual general meeting.

The Chair of the Board, Dr Brian McNamee AO, is an independent, non-executive director. The responsibilities of the Chair are described in the Board Charter. The roles of the Chair and the CEO are exercised by separate individuals.

#### 1.6 Nomination & Appointment of Directors

Before appointing a director, CSL undertakes appropriate background checks, including in relation to the person's character, experience, education, criminal record and bankruptcy history. These checks were undertaken in respect of each non-executive director appointed during the financial year, being Dr Brian Daniels and Ms Elaine Sorg.

CSL provides its shareholders with all material information (in its possession) relevant to a decision on whether to elect or re-elect a director (including any material adverse information) in its notice of meeting.

Prior to the expiry of a director's current term of office, the Board reviews that director's performance and determines whether to recommend that director for re-election by shareholders.

# 1.7 Induction of New Directors and Ongoing Development

CSL provides an extensive induction program to assist new directors gain knowledge and understanding of:

- · CSL's business and operating model;
- CSL's financial, strategic and operational risk management position;
- · the culture and values of CSL;
- the rights, duties and responsibilities of the directors;
- the roles and responsibilities of senior executives;
- · the role of the Board committees;
- · meeting arrangements; and
- director interactions with each other, senior executives and other stakeholders.

In addition to the briefing papers, agendas and related information regularly supplied to directors, the Board has an ongoing professional development and education program designed to give directors further insight into the operation of CSL's business, and to provide opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.

The program includes education on key developments relating to CSL and the industry and environment within which it operates. As part of this program, directors periodically visit CSL's facilities, including major operating sites in the United States, Europe and Australia, and attend meetings and information sessions with CSL's local management and employees.

In September 2024, Directors visited CSL's European operations, including manufacturing plants and research and development facilities in Marburg, Germany, and Bern, Switzerland. Board members met with a wide cross section of CSL employees, including meeting top talent at each location.

In June 2025, the Board held meetings in Europe, with a number of CSL's important stakeholders including health economists, supply chain partners and researchers. The Board also visited CSL's Bern site in Switzerland to celebrate 25 years of manufacturing by CSL.

#### 1.8 Director Knowledge, Skills and Experience

The Board, through its Corporate Governance and Nomination Committee, is focused on maintaining an appropriate mix of skills and diversity in its membership. This includes a range of skills, experience and background in the pharmaceutical industry. international business, finance and accounting and management. The Board skills matrix as at 30 June 2025 is set out below and describes the capabilities that the Board considers will support CSL's ongoing growth and fulfilling its corporate strategy. The matrix describes skills the Board considers desirable as well as those of existing directors.

In addition, the Board considers that each of its directors has the following attributes:

- honesty and integrity;
- · sufficient time to undertake the role;
- commitment to upholding strong corporate governance; and
- · financial literacy.

Number

The Board considers that collectively its directors have the appropriate range of skills and experience necessary to direct CSL's businesses and achieve CSL's strategic objectives.

Skill category		Skill description	of Directors	
	Biopharmaceutical, biotechnology or medical	Experience as a Senior Executive with deep operational or technical experience with a large global biopharmaceutical, biotechnology or medical organisation (and a deep understanding of patient focus).	4	
	Global experience	Global experience working in a globally diverse organisation including a deep understanding of and experience with global markets, economies and international political issues.	8	
	Strategy	Experience in developing and implementing successful strategies in enterprises with long implementation timelines, large R&D programs and complex supply chains.	6	
	Risk, compliance and Environment, Health and Safety (EHS)	Experience and deep understanding of risk management and compliance frameworks and controls, ability to identify and oversee mitigation strategies for emerging risk and compliance issues in the organisation. Experience related to workplace health, safety and environment issues in a complex manufacturing environment.	5	
	Finance	Prior Board audit/risk management membership or senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls.	5	
	Capital projects - manufacturing/ quality	Experience in an industry with projects involving large-scale capital outlays on manufacturing/quality operations with long-term investment horizons, and complex regulatory requirements.	6	
	Sustainability	Understanding of sustainability and climate-related issues within a large patient or stakeholder focused business enterprise.	4	
	Corporate culture and remuneration	Prior Board Human Resources committee membership or senior executive or equivalent experience relating to change management, corporate culture and the remuneration issues applicable in a global organisation.	6	
<u>S</u>	R&D/Product development	Experience in research and development or product development with a large biopharmaceutical, pharmaceutical or medical organisation.	4	
	Digital, Artificial Intelligence and cybersecurity	Experience and understanding of the opportunities and threats posed by digital transformation and disruption, artificial intelligence and cybersecurity issues.	2	

### 2. Operation of the Board



Committee

#### Relevant governance documents

- · Board Charter
- Corporate Governance and Nomination Committee Charter
- Audit and Risk Management Committee Charter
- Human Resources and Remuneration Committee Charter
- · Innovation and Development Committee Charter

Role

· 2024/25 CSL Limited Annual Report

#### 2.1 Board Committees

In 2024/25 CSL had four standing Board committees:

- · Corporate Governance and Nomination Committee;
- · Audit and Risk Management Committee;
- · Human Resources and Remuneration Committee; and

Members

· Innovation and Development Committee.

Each committee is governed by a formal charter setting out its composition, functions and responsibilities.

Details of the number of committee meetings held during the year and individual directors' attendance at these meetings can be found in the Directors' Report of the 2024/25 Annual Report, available on <u>investors.csl.com</u>.

Composition

Details of the qualifications and experience of committee members can also be found in the 2025 Directors' Report.

A summary of each committee's composition and role as at 30 June 2025 is set out in the following table.

Corporate Governance and Nomination Committee The Committee's Charter, including its responsibilities, can be found at: csl.com/-/media/shared/documents/board-docs/corporate-governance-and-nomination-committee-charter.pdf	Ms Carolyn Hewson (Chair) Dr Brian McNamee Dr Megan Clark Professor Andrew Cuthbertson Ms Alison Watkins	At least three independent non-executive directors. An independent Chair.	The role of the Corporate Governance and Nomination Committee is to develop and recommend corporate governance principles to the Board and to assist the Board in fulfilling its responsibilities relating to the size and composition of the Board, reviewing Board performance and Board and CEO succession planning.
Audit and Risk Management Committee The Committee's Charter, including its responsibilities, can be found at: csl.com/-/media/shared/ documents/board-docs/ armc-charter.pdf	Ms Alison Watkins (Chair) Ms Marie McDonald Ms Carolyn Hewson Ms Samantha Lewis	At least three, and not more than five, non-executive directors, all of whom must be independent (as determined by the Board). At least one member should have financial expertise. An independent Chair who is not Chair of the Board.	The role of the ARMC is to assist and advise the Board in discharging its responsibilities in relation to the following:  oversight of the integrity and quality of interim and annual financial reporting and disclosures;  identification and management of key risks, including financial risks and regulatory risks;  oversight of compliance with relevant laws, regulations, standards, and codes;  oversight of the adequacy of the internal control framework; and  oversight of CSL's global quality, health, safety and environmental performance.

Committee	Members	Composition	Role
Human Resources and Remuneration Committee The Committee's Charter, including its responsibilities, can be found at: csl.com/-/media/shared/documents/board-docs/hrrc-charter.pdf	Dr Megan Clark (Chair) Ms Marie McDonald Ms Carolyn Hewson Ms Alison Watkins	<ul> <li>At least three non-executive directors.</li> <li>A majority of members will be independent (as determined by the Board).</li> <li>Chaired by an independent director.</li> </ul>	The role of the Human Resources and Remuneration Committee is to assist the Board in fulfilling its oversight responsibilities to shareholders in respect of the CSL Group's remuneration policies and practices, executive management succession planning and inclusion initiatives.
Innovation and Development Committee The Committee's Charter, including its responsibilities, can be found at: csl.com/-/media/shared/ documents/board-docs/ idc-charter.pdf	Professor Andrew Cuthbertson (Chair) Dr Brian McNamee Dr Megan Clark Dr Brian Daniels Ms Elaine Sorg Dr Paul McKenzie	At least three members, being at least two independent non-executive directors and the MD & CEO.	The role of the Innovation and Development Committee is to assist and advise the Board in discharging its responsibilities regarding its oversight of the Company's strategy in terms of research, product development programs and technical capabilities that includes potential acquisitions, partnerships or joint ventures.  The IDC also has oversight of R&D project risk and patient and donor safety risk.

#### 2.2 Senior Executives

CSL is committed to ensuring it has competitive remuneration and human resources policies and practices that offer appropriate and fair rewards to directors and employees in the countries where they are employed, while also aligning the interests of the management team with that of CSL's shareholders.

Details regarding the activities of the Human Resources and Remuneration Committee during the reporting period, along with a summary of its responsibilities and CSL's remuneration policies and practices, are set out in the Remuneration Report in CSL's 2024/25 Annual Report, available on investors.csl.com.

The Remuneration Report separately discloses details of the policies and practices regarding the remuneration of directors (executive and non-executive) and other executive key management personnel of the CSL Group. The Remuneration Report also includes details of CSL's short- and long-term incentive plans.

Executives are subject to appropriate background checks prior to their employment and the terms of their employment are set out in written employment agreements prepared in line with the requirements of the relevant jurisdiction.

#### 2.3 Performance Evaluation

The Corporate Governance and Nomination Committee oversees the annual process for reviewing the performance of the Board, individual directors and the Board committees.

The effectiveness of the Board, individual directors and its committees is assessed against the roles and responsibilities set out in the Board Charter and each committee charter.

Matters considered in the evaluation include:

- the conduct of Board and committee meetings, including the effectiveness of discussion and debate at those meetings:
- the effectiveness of the Board and committees' processes and relationship with the management team, including the timeliness and quality of meeting agendas, Board and committee papers and secretariat support; and
- the composition of the Board and each committee, focusing on the skills, experience, expertise and diversity of the directors necessary to enable it to oversee the delivery of CSL's objectives and strategy, and applicable committee responsibilities.

During the 2024/25 financial year, in accordance with its governance processes, the effectiveness of the Board and its committees were reviewed.

The recommendations of the review were discussed by the Board and management team and all recommendations were adopted and implemented.

The Human Resources and Remuneration Committee, working with the Chair of the Board, is responsible for overseeing the process for assessing the performance of the Managing Director, who in turn evaluates the performance of all other senior executives and makes recommendations in respect of their remuneration. These evaluations are based on specific criteria, including CSL's business performance, and the achievement of long-term strategic objectives and individual performance objectives.

These performance evaluations took place in accordance with the processes described above during the 2024/25 financial year. Further information about the performance of key management personnel is set out in the Remuneration Report in CSL's 2024/25 Annual Report, available on investors.csl.com.

### 3. Inclusion and Belonging



#### Relevant governance documents

- · Inclusion and Belonging Policy
- · Code of Responsible Business Practice

Inclusion and Belonging is at the core of CSL's mission and identity. It fuels innovation day in and day out.

As a leading global biotechnology company with over 29,000 employees across the globe, CSL relies on the unique perspectives, ideas, capabilities and experiences of its people to deliver on its promise. It is CSL's people who are at the heart of innovating new therapies to save lives, protect public health, and support the patients and communities that CSL serves.

Inclusion and belonging is a never-ending journey and requires intentionality. CSL continues to earn its reputation as a trusted and authentic global leader. CSL is committed to ensuring that inclusion and belonging is embedded in its business, rooted in values, and reflected in the culture.

CSL's global Inclusion and Belonging Policy is integral to our overall People and Culture Strategy and guides investments as CSL enriches the employee experience and meets the evolving needs of CSL. The Inclusion and Belonging Policy is available on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ CORPORATE-GOVERNANCE/CORE-POLICIES In accordance with the requirements of Australia's *Workplace Gender Equality Act 2012* (Cth), CSL published its annual public report with the Workplace Gender Equality Agency. A link to this report can be found on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ SUSTAINABILITY/PROMISING-FUTURES/ INCLUSION-AND-BELONGING

Also, in compliance with United Kingdom government legislation in 2017 requiring United Kingdom companies with 250 or more employees to report their gender pay gap results on an annual basis, CSL published its 2024 Gender Pay Gap Report for Seqirus Vaccines Limited and Seqirus UK Limited in the United Kingdom. A link to the 2024 report can be found on CSL.com.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ OUR-BUSINESSES-AND-PRODUCTS/ DISCLOSURES

This year, CSL was unable to fully comply with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendation 1.5 due to new legal and contractual requirements introduced in the United States.

Consistent with the 'if not, why not' approach under the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, CSL provides a summary of its approach to inclusion, along with its commitment, and initiatives, to foster a culture of inclusion and belonging.

## 3.1 CSL's Inclusion and Belonging Profile

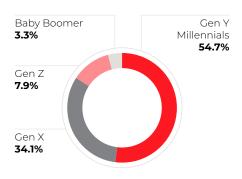
CSL strategically focuses on creating a culture of inclusion and belonging. CSL believes that when employees feel a sense of belonging, they are better able to innovate, collaborate, grow and thrive in the company. CSL does this by focussing its efforts around three pillars – Inclusive Culture, Our Workforce and Community Impact.

CSL remains steadfast in its commitment to providing opportunities to advance all employees in the workplace while complying with all local regulations in the jurisdictions in which CSL operates.

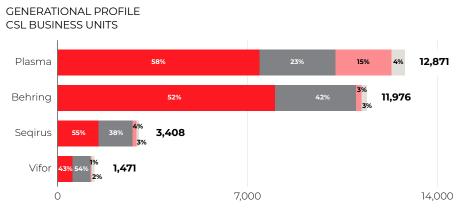
CSL continues to cast a wide net in its recruitment efforts to attract talent with varying background and experiences in order to hire the best talent into CSL.

The following workforce overview provides insights into the representation of CSL's global workforce in the areas of generations at work, ethnicity in the United States, disability in the United States and Germany, Veterans in the United States, and gender.

## GENERATIONAL PROFILE ALL EMPLOYEES\*



\* Limited assurance provided by Deloitte. Data as at 30 June 2025 and includes all salaried employees globally where birthday is recorded (99.4% of CSL's total workforce).



#### 3.2 CSL's Generational Profile

CSL's multigenerational workforce includes employees of ages ranging from Gen Z to Baby Boomers. Millennials, the largest and fastest-growing segment in the global workforce overall, continue to make up more than half of CSL's total workforce.

CSL's Plasma business has the majority of Millennials with 58% followed by CSL Behring and CSL Seqirus.

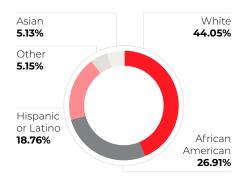
#### **Generational Categories**

Boomer	1946–1961
Gen X	1962–1979
Gen Y (Millennials)	1980–2000
Gen Z	2001–2009

#### **CSL's Ethnic Profile (United States)**

Representation of ethnic diversity is relatively consistent in the United States at 56%. Ethnicity of CSL's United States employee population is shown below.

## UNITED STATES RACE AND ETHNICITY REPRESENTATION



## CSL's Disability Profile (Germany and United States)

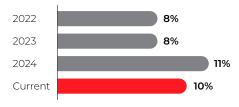
CSL continues to focus on disability inclusion worldwide and, while CSL expands its disability status metrics in various geographies, CSL continues measuring its progress in the United States and Germany.

#### Disability Status (Germany and United States)

Representation of people with disabilities is 6% in Germany.

The percentage reflecting the representation of people with disabilities in the United States decreased slightly from 11% at the end of the 2023/24 financial year to 10% at the end of 2024/25. As part of CSL's strategy to focus on a culture of Inclusion and Belonging, CSL has made efforts to amplify events celebrating disabilities. In April 2025, CSL engaged an external global keynote speaker who educates employers and champions neurodiversity in the workplace.

#### UNITED STATES DISABILITY REPRESENTATION CURRENT DATA AS OF MAY 2025



#### **Veterans Status (United States)**

Representation of people with a Veterans status remains consistent at 3% in the United States.

#### **CSL's Gender Profile**

The following charts highlight the proportion of women and men in Senior Executive positions (meaning Senior Directors and above), in People Manager roles (excluding Senior Executives) and across the entire organisation as of 30 June 2025.

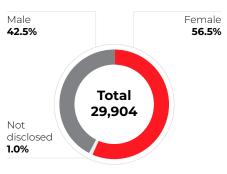
#### **Gender Composition**

Total numbers include population of employees who did not disclose gender.

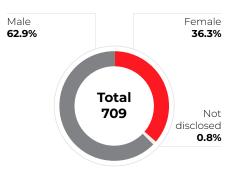
#### **Overall Diversity**

CSL's global diversity data represents gender globally, race/ethnicity in the United States and disability status in Germany and the United States. With that, its combined global diversity is at 68%.

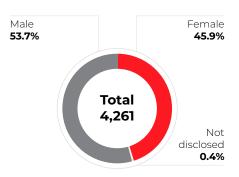
#### GENDER PROFILE ALL EMPLOYEES\*



### GENDER PROFILE SENIOR EXECUTIVES\*



## GENDER PROFILE PEOPLE MANAGERS\*\*



- Limited Assurance provided by Delloitte.
- \*\* People Managers are defined as employees with at least 3 or more direct reports.

#### Report on Inclusion and Belonging Initiatives for the 2024/25 financial year

### Multi-year Inclusion and Belonging Initiatives

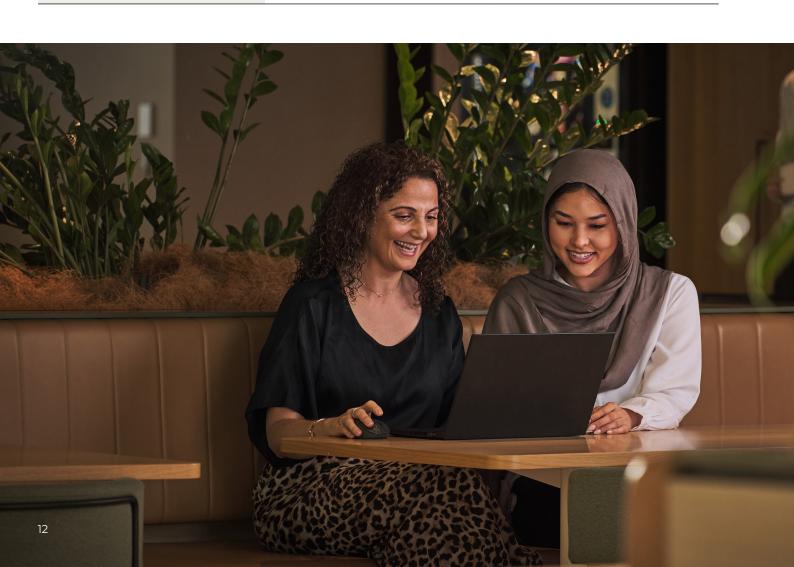
- Build workforce to bring a wide variety of experience, viewpoints and ideas to the work that CSL does every day.
- Foster an inclusive culture in which all employees are respected, valued and inspired to do their best work.
- Create positive community impact by amplifying CSL's focus on building strong communities.

## Highlights of Progress 2024/25 financial year

- Launched Inclusion and Belonging on CSL's internal website.
- Continued to promote and increase participation in CSL's leadership development programs.
- Enhanced benefit programs, including the addition of neurodiversity support in the United Kingdom and enhanced the menopause plan.
- Progressed to identify and amplify significant Inclusion and Belonging observances at global and local levels. The global observances included: World Religion Day, International Women's Day, Pride Month, Global Diversity Month, an International Day of Persons with Disabilities.
- Continued to build CSL's brand as an inclusive company through external awards and recognition.

#### Focus Areas 2025/26 financial year

- Strengthen CSL's inclusive culture through learning experiences, including the expanded availability of Inclusive Leadership training for leaders.
- Improve awareness of Inclusion and Belonging initiatives among employees.
- Utilise new Inclusion and Belonging iNet site to communicate relevant updates.
- Increase awareness and visibility of Inclusion and Belonging Regional Networks.
- Increase community engagement by pursing partnerships and initiatives to support communities where CSL is represented (i.e. youth education and health equity in CSL Plasma locations).



### 4. Business Integrity



#### Relevant governance documents

- Code of Responsible Business Practice
- · Third Party Code of Conduct
- Anti-Bribery and Anti-Corruption Policy
- · Anti-Fraud Policy
- 2024 Statement on Modern Slavery
- · 2024/25 CSL Limited Annual Report
- Speak Up Policy
- · 2022 Human Rights Statement

Copies of each of these documents are available on CSL's website at <u>csl.com/we-are-csl/</u>corporate-governance/core-policies

CSL's Group Values, the Code of Responsible Business Practice and related policies shape CSL's approach to business integrity.

#### 4.1 Group Values

CSL's Values, set out on page 1 of this document, are common to each of the business units and global functions that form the CSL Group (Group Values). The Group Values serve as the foundation for everyday decision making. A detailed description of the Group Values is available on csl.com/we-are-csl/corporate-governance and in the Code of Responsible Business Practice.

## **4.2** Code of Responsible Business Practice

The Code of Responsible Business Practice (the Code) outlines CSL's commitment to responsible business practices and ethical standards. The Code connects CSL's purpose, values and governance framework, describes CSL's identity and culture of acting lawfully, ethically and responsibly. The Code outlines what is expected from employees (including senior executives, directors and contractors), both internally and externally, which supports the business to achieve its strategy, uphold its reputation and maintain trust with stakeholders

All employees are required to undertake periodic training on the Code.

The Board, through the ARMC, is informed of any material breaches of the Code.

CSL's Third Party Code of Conduct (TPCC) outlines the standards and expectations for how third parties – including suppliers – are to conduct business with CSL. The TPCC is available in multiple languages to ensure accessibility for both suppliers and workers. It is aligned with the Pharmaceutical Supply Chain Initiative's Principles for Responsible Supply Chain Management, incorporating international labour standards based on recognised international human rights conventions.

The Code and TPCC can be found on CSL.com.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ CORPORATE-GOVERNANCE/ CORE-POLICIES/CODE-OF-RESPONSIBLE-BUSINESS-PRACTICE

#### 4.3 Human Rights

CSL's Human Rights Statement, approved by CSL's Audit and Risk Management Committee of the Board in 2022, builds on the rights of key stakeholders detailed in CSL's Code of Responsible Business Practice and sets out CSL's approach for human rights due diligence. The Statement can be found on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/ SUSTAINABILITY/DATA-AND-REPORTING-CENTRE/POLICIES

Each year, CSL's Board of Directors reviews and approves CSL's Modern Slavery Statement as required by the Australian *Modern Slavery Act 2018* (Cth). The Modern Slavery Statement is also drafted to comply with reporting obligations in other jurisdictions where CSL operates, including the UK and Canada. The Statement details the steps the CSL Group undertakes to identify, assess and address modern slavery risks.

In December 2024, CSL's Statement was approved by the Board and can be found at <u>CSL.com</u>.

+ READ MORE AT CSL.COM/ SUSTAINABILITY/DATA-AND-REPORTING-CENTRE/POLICIES

#### 4.4 Speak Up Policy

In accordance with the Code, CSL is committed to ensuring that employees, contractors, suppliers and business partners are able to raise concerns regarding any potential misconduct and to have such concerns properly investigated. This commitment is implemented through CSL's Speak Up Policy. The Speak Up Policy contains mechanisms, including a global 24/7 telephone and internet hotline service, for employees, contractors, suppliers and business partners to raise concerns in a confidential and anonymous (where permissible by law) manner without being subject to any form of detriment or retaliation

The Audit and Risk Management Committee (ARMC), has oversight of non-HR related matters reported under the Speak Up policy. The Human Resources and Remuneration Committee oversees HR related Speak Up matters.

The ARMC receives periodic updates, including any material incidents reported under the Policy as well as other information related to the effectiveness of the Speak Up Policy across the Group. Individual reports may be escalated to the Board at any time as appropriate.

CSL closely monitors global external legislative developments that could impact CSL's existing Speak Up environment, including the CSL Speak Up Policy, CSL Speak Up Hotline and the CSL Internal Investigation Playbook.

The Speak Up Policy is available on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ CORPORATE-GOVERNANCE/CORE-POLICIES

#### 4.5 Anti-Bribery & Corruption

CSL has no tolerance for acts of bribery and corruption by any employee, official or third-party representative.

CSL has a Group Anti-Bribery and Anti-Corruption Policy (ABAC Policy) that builds on CSL's position in the Code and supports the considerable amount of work being undertaken in many areas of CSL's operations so that CSL's people are acting ethically and with integrity (one of CSL's core Values) at all times, as well as protecting CSL's reputation.

CSL has a Group Speak Up Policy as described in Section 4.4 to encourage anyone to raise concerns about potential misconduct, including in relation to bribery or corruption.

CSL carries out an annual Anti-Bribery and Anti-Corruption Risk Assessment (ABAC Risk Assessment) across the CSL Group, with the goal of facilitating compliance with global anti-bribery and anti-corruption laws. Its goal is also to keep the business proactively aware of external enforcement initiatives related to CSL's business locations and the third parties that CSL chooses to partner with; for example, distributors and agents.

The results of the ABAC Risk Assessment support CSL in a number of ways including the compliance procedures completed as part of the financial half-year and year-end reporting processes.

The Board, through the ARMC, is informed of material breaches under the ABAC Policy.

The ABAC Policy is available on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ CORPORATE-GOVERNANCE/CORE-POLICIES

#### 4.6 Anti-Fraud Policy

CSL's Anti-Fraud Policy applies a "zero tolerance" approach to acts of fraud such as deliberate deception or dishonesty to obtain an unfair, unauthorised or illegal advantage, whether financial or otherwise.

CSL has internal control systems to ensure financial statements comply with the applicable local laws of the countries where it operates, and to prevent fraud and other improper conduct.

The Anti-Fraud Policy provides for a management member committee (Fraud Evaluation Committee (FEC)) to oversee the investigations involving allegations of fraud. The FEC committee include the Chief Risk Officer, Chief Ethics & Compliance Officer, the Chief Information Security Officer, Enterprise Security Head and applicable senior leadership designees from Finance, Legal and Human Resources.

The Board, through the ARMC, is informed of material breaches under the Anti-Fraud Policy.

The Anti-Fraud Policy is available on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ CORPORATE-GOVERNANCE/CORE-POLICIES

### 5. Risk Management and Financial Reporting



#### Relevant governance documents

- · Audit and Risk Management Committee Charter
- · Code of Responsible Business Practice

#### 5.1 Role of the Audit & Risk Management Committee

The ARMC supports the Board in overseeing and reviewing the integrity of CSL's financial reporting, the effectiveness of the risk management framework, compliance systems and internal control framework, and the external and internal audit functions.

In addition to this, the ARMC has oversight of CSL's global quality, health, safety and environmental performance. During the 2024/25 financial year, the ARMC has, in conjunction with the management team, reviewed CSL's risk management framework to satisfy itself that it continues to be sound and that CSL is operating with due regard to the risk appetite set by the Board. This risk management framework review occurs annually.

Senior executives and internal and external auditors attend committee meetings on invitation by the ARMC. The ARMC holds regular meetings with both the internal and external auditors and the Chief Risk Officer without the management team or executive directors present. Any director who is not a member of the ARMC may attend any meeting of the committee in an ex-officio capacity.

There is an annual joint meeting between the ARMC and the Human Resources and Remuneration Committee to align risk management outcomes with remuneration outcomes.

## 5.2 Enterprise Risk Management Framework

CSL has adopted, and follows, a detailed and structured Enterprise Risk Management Framework (ERMF) to identify, evaluate, monitor and manage risks in the CSL Group.

The ERMF sets out the risk management processes, internal compliance and monitoring requirements, governance structures and processes including roles and responsibilities for different levels of management, the matrix of risk impact and likelihood of assessed risks, the three lines of accountability for managing risk, the risk appetite statements and risk management reporting requirements.

The ERMF has been established to provide reasonable assurance that:

- any material risk exposure can be identified and adequately monitored and managed; and
- significant strategic, emerging, financial and operating risk-related information is accurate, relevant, timely and reliable.

CSL has implemented internal 'Risk Appetite Statements' and associated Risk Appetite Statement key risk indicators (KRIs) that are applied throughout the CSL Group. CSL's risk appetite is integral to the Company's overall enterprise risk management processes, and sets out the types and extent of risk that CSL is willing to accept in pursuit of its global strategic objectives, while adhering to CSL's Group Values and reinforcing its commitment to corporate responsibility.

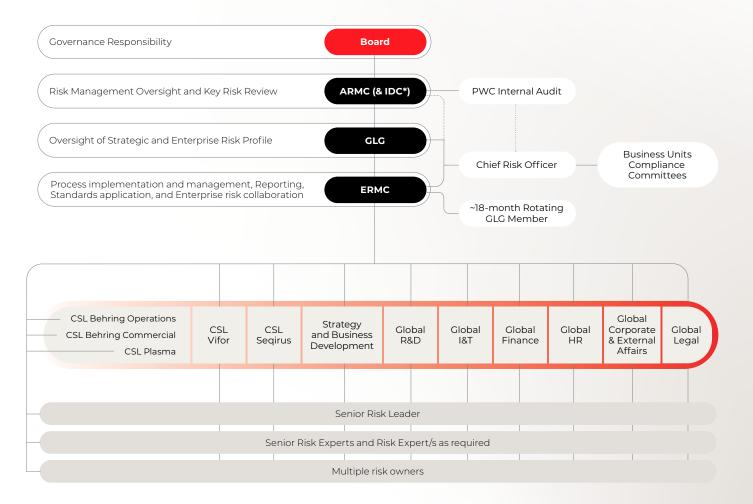
In support of CSL's business operating model, the enterprise-wide risks are reported by global function and business unit. These risks are reported to, and discussed at, the Enterprise Risk Management Committee (ERMC), which comprises senior leaders across the organisation who hold an assignment as the senior risk leaders, and are responsible for overseeing and managing the risk management process for their respective global function or business unit. The ERMC is responsible for ensuring enterprise-wide and emerging risks are appropriately considered, with the structure of the committee illustrated in the diagram overleaf. The ERMC also facilitates connectivity across CSL in assessing and managing group-wide risks.

The outcomes and reporting from the ERMC are then escalated to and reviewed by the senior executives that comprise the Global Leadership Group (GLG) at CSL in accordance with the governance framework, where strategic risks are also discussed. Ultimate risk management oversight is with the Board through the ARMC.

#### 5. Risk Management and Financial Reporting

The oversight of R&D project risk and patient and donor safety risk is the responsibility of the Board and the Innovation and Development Committee. The Innovation and Development Committee receives a number of management reports from the R&D operations concerning these risks.

#### **CSL's Enterprise Risk Management Framework Governance**



Only as it pertains to R&D and Patient Safety risks.

#### 5.3 External Auditor

One of the chief functions of the ARMC is to review and monitor the performance and independence of the external auditor.

The ARMC has established a policy that includes guidelines for the selection, appointment and monitoring of the external auditor including the rotation of the principal audit partner.

CSL's external auditor for the 2024/25 financial year was Deloitte Touche Tohmatsu (Deloitte), who was appointed by shareholders at the 2023 AGM.

The ARMC has established a policy in relation to the engagement of the external auditor for non-audit services to review the independence of the external auditor. The ARMC has considered the nature of the non-audit services provided by the external auditor during the 2024/25 financial year and is satisfied that the services provided, and the amount paid for those services, did not compromise the independence of the external auditor.

Details of fees paid (or payable) to Deloitte for non-audit services provided to the CSL Group in the year ended 30 June 2025 are set out in the Directors' Report of the 2024/25 Annual Report, available on investors.csl.com.

Deloitte has provided an independence declaration to the Board for the reporting period. The declaration forms part of the 2025 Directors' Report.

The external auditor attends CSL's Annual General Meeting and is available to answer questions from shareholders relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by CSL in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

#### 5.4 Internal Auditor

Another important function of the ARMC is to review and monitor the performance of CSL's internal audit activities. CSL's internal auditor for the financial year was PricewaterhouseCoopers (PwC).

The role of CSL's internal audit function is to provide independent assurance to the ARMC and management on the adequacy and effectiveness of governance, risk management and control processes at CSL, including identifying opportunities for improving efficiency. The internal audit function performs reviews and assessments of various financial and operational practices, and identifies any gaps to legal requirements, CSL policies, procedures, government regulations or best practices. The internal audit function may also evaluate processes over key risks to the company, both financial and non-financial.

An internal audit plan is prepared by the internal auditor in conjunction with the management team, and reviewed and approved by the ARMC on an annual basis (for the upcoming financial year). The internal audit plan seeks to cover, on a rolling basis, all significant activities of CSL, including its controlled entities and their operations, but largely excluding the scientific elements of CSL's activities that are addressed by CSL's in-house quality assurance team as well as independent regulators and other third parties.

In addition, CSL's internal auditor may be requested to perform investigative reviews on suspected fraudulent activities or other reports made under the Speak Up Policy or other management requested reviews as required.

# 5.5 Integrity in Financial Reporting & Regulatory Compliance

The Board is committed to the integrity and quality of its financial reporting, risk management and compliance and control systems.

Before providing their directors' declaration in respect of the half-year and year-end financial statements, the Board requires written declarations from the CEO and the Chief Financial Officer.

These declarations confirm to the Board that, in their opinion:

- the financial records and systems of risk management and internal compliance and control of the Group have been properly maintained;
- the financial statements comply with the accounting standards as required by the Corporations Act 2001 (Cth), and give a true and fair view of the financial position and performance of the Group;
- the year-end consolidated entity disclosure statement prepared in accordance with the Corporations Act 2001 (Cth) is true and correct; and
- that their opinion has been formed based on a sound system of risk management and internal control, which is operating effectively.

These written declarations were received by the Board prior to its approval of the half-year and year-end financial statements for the financial year ended 30 June 2025.

#### 5.6 Verification of Unaudited Reports

CSL has a corporate reporting process in place to review the accuracy of information (which includes whether the information is balanced) so that investors can make informed investment decisions.

This includes processes to verify the integrity of any periodic corporate report that CSL releases to the market that is not audited or reviewed by the external auditor.

The verification process varies depending on the particular release but generally involves:

- confirmation by individuals responsible for the information that, to the best of their knowledge and belief, the information is accurate and not misleading;
- the provision of source material or supporting information for particular disclosures;
- a review of the report or document by the relevant internal subject matter expert(s), and in some case external advisers; and
- approval by the individual responsible for the corporate report and confirmation that it is appropriate for release.

#### 5.7 Sustainability Risks

In the course of CSL's business operations, CSL is exposed to a variety of risks that are inherent in the global biotechnology industry, and in particular, the plasma therapies, vaccine, pharmaceutical, iron deficiency and nephrology industries.

Key business/industry risks and financial risks, including any applicable environmental and social sustainability risks and CSL's material exposure and actions to manage these risks, are set out in the 2024/25 Annual Report available on investors.csl.com.

CSL engage external experts to apply climate science analytics to support CSL's climate change risk assessments. The last external assessment was undertaken during the 2021/22 financial year, with identified risks now integrated into the existing enterprise risk management process in accordance with the Enterprise Risk Management Framework. A separate assessment in 2024 of assets acquired through the Vifor acquisition supplemented this previous assessment.

Given sustainability and climate-related standards are evolving, including the introduction of Australian Sustainability Reporting Standards, CSL is updating the Company's climate-related risks and opportunities assessment and will share the outcomes as part of future disclosures.

Further detail on the approach and outcomes can be found in CSL's 2024/25 Annual Report and on <u>CSL.com</u>.

+ READ MORE AT

CSL.COM/SUSTAINABILITY/ HEALTHIERENVIRONMENT CLIMATE-RESILIENCE

Further detail regarding CSL's ongoing efforts to operate ethically and responsibly is set out in the 2024/25 Annual Report and on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/SUSTAINABILITY

#### 6. Market



#### Relevant governance documents

- · Code of Responsible Business Practice
- · Continuous Disclosure Policy

## 6.1 Communications & External Disclosures

CSL has a Continuous Disclosure Policy. This policy operates in conjunction with CSL's internal protocols and governance practices. Together, the policy and protocols are designed to facilitate CSL's compliance with its disclosure obligations under the ASX Listing Rules and the Corporations Act.

The Board receives copies of all material announcements promptly after they have been released and published on the ASX platform. The Continuous Disclosure Policy is available on <u>CSL.com</u>.

+ READ MORE AT

CSL.COM/-/MEDIA/SHARED/DOCUMENTS/ ONE-CSL/CSL-GOVERNANCE-DOCS/ CONTINUOUS-DISCLOSURE-POLICY.PDF

## 6.2 Shareholder Communication

In addition to its formal disclosure obligations under the ASX Listing Rules and the Corporations Act, CSL uses several additional means of communicating with shareholders and investors. These include:

- the half-year and annual report and shareholder review;
- posting media releases, public announcements, notices of general meetings and voting results, and other investor-related information on investors.csl.com; and
- Annual General Meetings (AGM), including webcasting that facilitates shareholders worldwide to view proceedings.

CSL has a dedicated governance page on csl.com/we-are-csl/corporate-governance, which supplements the communication to shareholders in the annual report and this Corporate Governance Statement regarding CSL's corporate governance policies and practices. CSL also provides other information on its website, including a financial calendar for the 2024/25 financial year, ASX and media announcements, dividend information, presentations and other information for investors.

CSL seeks to facilitate effective two-way communication with investors and encourages participation at shareholder meetings, including by inviting shareholders to provide CSL with their questions ahead of the AGM. Shareholders are also able to receive communications from, and send communications to, CSL and its share registry (Computershare) electronically. This helps CSL understand shareholder issues and concerns, and enables CSL to address key shareholder feedback. At the AGM, it is CSL's practice to put all substantive resolutions to a vote by poll.

So that shareholders and other stakeholders have a full understanding of CSL's performance and strategies, CSL convenes a number of analyst briefings, and investor presentations and roadshows each year. Any new and substantive investor or analyst presentations are released on the ASX platform ahead of the presentation.

In May 2025, CSL held physical retail shareholder briefings in Sydney and Brisbane. CSL also holds virtual institutional investor briefings after releasing its half-year results in mid-February and its full year results in mid-August each year.

The Board is committed to monitoring ongoing developments that may enhance communication with shareholders, including technological developments, regulatory changes and the continuing development of 'best practice' in the market.

#### 7. Securities



#### Relevant governance documents

· Securities Dealing Policy

#### 7.1 Securities Dealings Policy

The Board encourages directors and employees to become long-term holders of CSL securities, aligning their interests with those of CSL and its shareholders.

CSL has a Securities Dealing Policy that applies to all directors, officers and employees as well as each contractor and consultant to the CSL Group whose terms of engagement apply the Policy to them. The policy aims to inform directors and employees of the law relating to insider trading and provide them with practical guidance for avoiding unlawful transactions in CSL securities and to protect the reputation of CSL, its directors and employees.

The Securities Dealing Policy also prohibits short-term or speculative trading in CSL securities by directors and employees. In addition, directors and employees are not permitted to enter into any price-protection arrangements to hedge CSL securities or margin loan arrangements in relation to CSL securities. This includes securities awarded under CSL's equity incentive schemes.

A copy of CSL's Securities Dealing Policy has been lodged with the ASX in accordance with Listing Rule 12.9 and is available on <u>CSL.com</u>.

+ READ MORE AT CSL.COM/WE-ARE-CSL/ CORPORATE-GOVERNANCE/ CORE-POLICIES

### 8. Approval

This Corporate Governance Statement was current and approved by the Board on 18 August 2025 and signed on its behalf by:

Dr Brian McNamee AO

Chair

18 August 2025

### **Corporate Directory**

#### **Share Registry**

Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford VIC 3067

GPO Box 2975 Melbourne VIC 3001

Enquiries within Australia: 1800 646 882 Enquiries outside Australia: +61 3 9415 4178

Investor enquiries online: www.investorcentre.com/contact

#### **American Depositary Receipts (ADRs)**

BNY Mellon Shareowner Services PO Box 43006 Providence RI 02940-3078 US

Enquiries within the United States: 1-888-BNY-ADRS (1-888-269-2377)

Enquiries outside the United States: 201-680-6825 Email: shrrelations@cpushareownerservices.com Website: <u>www-us.computershare.com/investor</u>

#### **External Auditors**

Deloitte Touche Tohmatsu 477 Collins Street Melbourne Victoria 3000

Telephone: +61 (0) 3 9671 7000 Website: <u>www.deloitte.com.au</u>

#### **Registered Head Office**

CSL Limited ABN 99 051 588 348 655 Elizabeth Street Melbourne VIC 3000 Australia

Telephone: +61 3 9389 1911 Facsimile: +61 3 9389 1434

CSL.com

#### **Further Information**

For further information about CSL and its operations, refer to Company announcements to the Australian Securities Exchange and our website: <u>CSL.com</u>.

CSL.com